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U.S. BANKRUPTCY COURT
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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA

Case No. BK-N-01-31627
(Chapter 11)

In re:

WASHINGTON GROUP
INTERNATIONAL, INC., et al.,
Debtors.

**ORDER UNDER 11 U.S.C. § 363 AND
FED. R. BANKR. P. 9019 APPROVING
AGREEMENT RESOLVING CLAIMS BE-
TWEEN WASHINGTON GROUP INTERNA-
TIONAL, INC. AND CERREY, S.A. DE
C.V.**

Hearing Date: December 7, 2001
Hearing Time: 9:30 a.m.
Time Required: 10 min.
Set By: Linda Duffy

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3 Upon the motion, dated November 14, 2001 (the "Mo-
4 tion"),¹ of the above-captioned debtors and debtors-in-possession
5 (the "Debtors"), for entry of an order approving the settlement
6 (the "Settlement"), under 11 U.S.C. § 363 and Fed. R. Bankr. P.
7 9019, resolving claims between Washington Group International,
8 Inc. ("WGI"), and Cerrey, S.A. de C.V. ("Cerrey"); and the Court
9 having considered the Motion; and upon the record herein; and
10 after due deliberation thereon; and good cause appearing there-
11 for; it is hereby

12 FOUND THAT:

13 A. The relief requested in the Motion is in the best
14 interests of the Debtors, their estates, their creditors and
15 other parties-in-interest.

16 B. Proper and adequate notice of the Motion has been
17 given and no other or further notice is necessary.

18 C. Cerrey filed a proof of claim, claim no. 12739 (the
19 "Proof of Claim"), on August 27, 2001.

20 C. The Debtors have used commercially reasonable
21 efforts and exercised sound business judgment and have satisfied
22 the requirements of 11 U.S.C. § 363 and Fed. R. Bankr. P. 9019 in
23 entering into the Settlement and resolving the claims between WGI
24 and Cerrey; and it is therefore,
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27 ¹ Unless otherwise defined herein, capitalized terms used
28 herein shall have the meanings ascribed to such terms in the
Motion.

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ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED.

2. The Debtors are authorized under 11 U.S.C. § 363 and Fed. R. Bankr. P. 9019 to enter into the Settlement and resolve the claims between WGI and Cerrey on the terms as set forth in the Motion.

3. Cerrey shall have an allowed unsecured non-priority claim (the "Allowed Claim") in the Debtors' cases in the amount of \$1.25 Million (One Million Two Hundred Fifty Thousand Dollars) which reflects the terms of the Settlement.

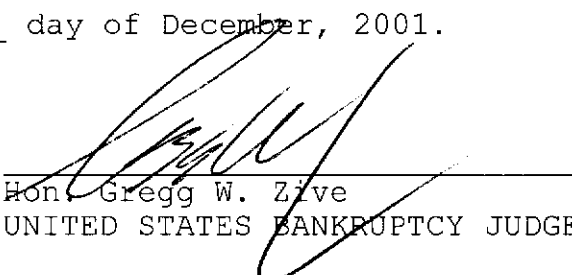
4. Except as set forth in the Allowed Claim, Cerrey and the Debtors shall release one another of any and all claims, whether known or unknown, with respect to or arising out of the claims that could have been or were asserted in the Arbitration or in the Proof of Claim.

5. The Debtors and their respective officers, employees and agents are hereby authorized and directed to execute such documents and do such acts as are necessary or desirable to consummate the Settlement.

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6. This Court shall retain jurisdiction to decide any disputes arising between the Debtors and Cerrey with respect to this Order.

DATED this 11th day of December, 2001.


Hon. Gregg W. Zive
UNITED STATES BANKRUPTCY JUDGE